FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPR	OVAL
OMB Number:	3235-0076
Expires: April Estimated averag	30,2008
Estimated averag	e burden
hours per respons	

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Name of Offering (check if this is an amendment and name has changed, and indicate change.) KRANSON HOLDINGS, INC.	RECEIVED
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6	A DEOF
Type of Filing: New Filing Amendment AMENDED AND RESTATED	JUL 1 9 2007 >>
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	186
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
KRANSON HOLDINGS, INC.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10 South Wacker Drive, Suite 3175, Chicago, IL 60606	312/876-1840
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Same	
Brief Description of Business	<u> </u>
Holding ownership interests in other entities	
	PROCESSED
Type of Business Organization	
——————————————————————————————————————	please specify): JUL 2 4 2007
business trust limited partnership, to be formed	JUL 2 4 ZUUY
Month Year	THOMSON _
	mated FINANCIAL *
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat	
CN for Canada; FN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		FA BASIC	IDENTIFICATION DATA		
2. Enter the information r	equested for the f	following:		• • •	
 Each promoter of 	the issuer, if the i	issuer has lieen organize	d within the past five years;	;	
 Each beneficial ov 	vner having the po	ower to vote or dispose, o	r direct the vote or dispositio	n of, 10% or more o	of a class of equity securities of the issuer.
 Each executive of 	ficer and director	of corporate issuers and	of corporate general and m	anaging partners o	f partnership issuers; and
 Each general and 	managing partner	of partner ship issuers.	•		
Check Box(es) that Apply:	Promoter	■ Beneficial Own	er Executive Officer	r Director	General and/or Managing Partner
Full Name (Last name first, CHS PRIVATE EQUITY	•				
Business or Residence Addre 10 South Wacker Drive,		d Street, City, State, Zip iicago, IL 60606	Code)	·- <u>-</u>	···········
Check Box(es) that Apply:	Promoter	Beneficial Own	er 🛮 Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)			· 	
Kranzberg, Kenneth					
Business or Residence Address 10330 Old Olive Street Re		d Street, City, State, Zip MO 631-11-5922	Code)		
Check Box(es) that Apply:	Promoter	Eeneficial Owner	er Z Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in Hawkins, David O.	f individual)				
Business or Residence Addre	ss (Number and	d Street, City, State, Zip	Code)		
10 South Wacker Drive, S	Suite 3175, Chic	cago, IL 60606			
Check Box(es) that Apply:	Promoter	Beneficial Owner	EXECUTIVE Officer	✓ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Strope, Keith					
Business or Residence Addre 10330 Old Olive Street F		Street, City, State, Zip MO 63141-5922	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owne	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Tzinberg, Neil	f individual)				
Business or Residence Addre 10330 Old Olive Street R		Street, City, State, Zip MO 63141-5922	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owne	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i Knoch, Douglas J.	f individual)				
Business or Residence Address 10 South Wacker Drive,			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owne	r Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	individual)				
Dempsey Jr., George W.					
Business or Residence Addres 5 Sea Terrace, Newport C			Code)		
	(Use bla	nk sheet, or copy and us	se additional copies of this s	sheet, as necessary))

		PASIC II	ENTHEICATION DATA		
2. Enter the information re					
•			within the past five years;		
					a class of equity securities of the issuer.
			f corporate general and ma	naging partners of p	partnership issuers; and
 Each general and r 	manuging partner	of partnership issuers.			·
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Schoen, Mark	f individual)			,	
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
10330 Old Olive Street F	Road, St. Louis,	MO 63141-5922	•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Code, Andrew W.	f individual)				
Business or Residence Address 10 South Wacker Drive, S			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Moseley, James	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		······································
50 N. Salem Street, McDo	onough, GA 302	253			·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	findividual).	····			
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	B:neficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	findividual)			<u> </u>	·
Business or Residence Address	65 (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Eenchcial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	·	····································		
Business or Residence Address	ss (Number and	Street, City, State, Zip Co	odc)		
Check Box(es) that Apply:	Promoter	leneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, il	individual)				
Business of Residence Address	s (Number and	Street, City, State, Zip Co	ode)		

	性對於		and the			FORMATI	ON ABOU	OFFERI	VG D	建设"			
1.	Has the i	ssuer sold	or does th	e issuer in	itend to sel	l to non-ac	credited in	vestors in	this offeri	ng?	******************************	Yes ⊠	No □
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							_	_				
2.									\$_20,0	00.00			
,	D +h-	offering r	ermit inint	ownershi	n of a cina	le unit?	•					Yes R	No □
3. 4.	The state of the s									=			
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Fui	Name (L	ast name f	irst, if indi	vidual)		. 	,			·			
Bus	siness or F	esidence a	Address (Ni	ımber and	Street, Ci	ty, State, Z	ip Code)						
Nar	ne of Asso	ociated Bro	oker or Dea	ler	 								
Stat	tes in Whi	ch Person	Listed Has	Solicited	or Intends	to Solicit F	urchasers						
Ç.u.			" or check i						••••••	• • • • • • • • • • • • • • • • • • • •		☐ All	States
	AL	[AK]	AZ	ĀR	[CA]	CO	[CT]	DE	DC	FL	GA	HI	[ID]
	IL	ĪŇ	ĪĀ	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	N)	MM UT	[NY] [VT]	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
<u></u>					<u> </u>								
Ful	l Name (L	ast name f	īrst, if indi	vidual)							_		
Bus	siness or	Residence	Address (N	umber an	d Street, C	ity, State, 2	Zip Code)						
Nai	me of Ass	ociated Bro	oker or Dea	ler							·-		
Sta	tes in Whi	ch Person	Listed Has	Solicited	or Intends	10 Solicit I	urchasers						
	(Check '	'All States	" or check i	ndividual	States)				.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			☐ All	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	TL NAT	NE	[IA] [NV]	KS NH		LA NM	ME NY	MD NC	MA ND	(MI) (OH)	MN OK	MS OR	MO PA
	MT R1	SC		TN		UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (L	ast name i	irst, if indi	vidual)		······································							
- Pos	ciness or	Residence	Address (N	umber an	d Street C	ity State 2	Zin Code)	· · · · · · · · · · · · · · · · · · ·					
							31p 00 00 ,						·
Na	me of Ass	ociated Br	oker or Dea	ler									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers	····					
	(Check '	'All States	" or check i	ndividual	States)	••••••			***************************************	***************************************		☐ A1	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	(ID)
	IL MT	NE	la NV	[NH]	NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MÖ PA
	RI	SC	SD	TN	TX	ÜT	VT	VA	WA	WV	W1	WY	PR

1. Enter the aggregate offering price of securities included in this offering and the total amount already

	Type of Security	Aggregate Offering Price	Amount Already Sold
		0.00	\$ 0.00
	Debt		·
	Equity	§ 230,000.00	\$ 250,000.00
	Convertible Securities (including warrants)	s 0.00	0.00 \$
	Partnership Interests		\$ 0.00
	Other (Specify)		\$ 0.00
	Total	\$ 250,000.00	s 250,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities i offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, income the number of persons who have purchased securities and the aggregate dollar amount of purchases on the total lines. Enter "0" if answer is "none" or "zero."	dicate their	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	2	\$ 200,000.00
	Non-accredited Investors	1	\$ 50,000.00
	Total (for filings under Rule 504 only)	<u>0</u>	\$_0.00
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all secu sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to first sale of securities in this offering. Classify securities by type listed in Part C — Question	to the	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$ 0.00
	Regulation A		\$ 0.00
	Rule 504		s 0.00
	Total		s 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the instanton may be given as subject to future contingencies. If the amount of an expendituot known, furnish an estimate and check the box to the left of the estimate.	of the surer.	
	Transfer Agent's Fees		s0.00
	Printing and Engraving Costs		\$_0.00
	Legal Fees		\$ 7,500.00
	Accounting Fees	_	\$ 0.00
		_	\$ 0.00
	Engineering Fees		\$_0.00
	Engineering Fees	_	\$ 0.00
	•		

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for	i	
Indicate below the amount of the adjusted areas proposed to the farmer used		\$ <u>242,500.00</u>
. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees		C.00
Purchase of real estate		
Purchase, rental or leasing and installation of machinery and equipment		_ □ \$ 0.00
Construction or leasing of plant buildings and facilities		s 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	_	\$ 0.00
Repayment of indebtedness		\$ 242,500.00
Working capital		s_0.00
Other (specify):	\$ 0.00	\$_0.00
	s_0.00	s
Column Totals	S 0.00	242,500.00
Total Payments Listed (column totals added)	<u></u>	42,500.00
D. FEDERAL SIGNATURE		10 july 10 jul
he issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice gnature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commis le information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of F	sion, upon writte	ule 505, the following en request of its staff,
ssuer (Print or Type) Signature 1	Date	
	July 17, 2007	
ame of Signer (Print or Type) Title of Signer (Print or Type)		
eil E. Tzinberg Senior Vice President and CFO		

---- ATTENTION ---

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)



Paul A. Bernacki 312.258.4530 pbernacki@schiffhardin.com



6600 SEARS TOWER CHICAGO, ILLINOIS 60606 t 312.258.5500

f 312.258.5600

www.schiffhardin.com

July 18, 2007

VIA FEDERAL EXPRESS

U.S. Securities and **Exchange Commission** 100 F Street, N.E. Washington, D.C. 20549

> Re: Kranson Holdings, Inc.

Dear Sir or Madam:

On behalf of the above-referenced Delaware corporation, and in connection with an offering of securities made pursuant to Rule 506 of Regulation D under the Securities Act of 1933, we submit for filing five (5) copies of a Amendment to a Notice of Sale of Securities Pursuant to Form D, one of which is manually signed.

Please acknowledge receipt of this filing by stamping the attached copy of this letter and Amended and Restated Form D and returning it in the enclosed self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact us at the number listed above.

Sincerely,

Paul A. Bernacki

Paralegal

Enclosures

David G. Kairis, Esq. CC:

CH1\5079959.1

Paul a. Bernach